

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X		
	:		
In re	:		Chapter 11
	:		
TK HOLDINGS INC., et al.,	:		Case No. 17-11375 (BLS)
	:		
Debtors.¹	:		Jointly Administered
	:		
	X		

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION BETWEEN JOSEPH J. FARNAN, JR., AS TRUSTEE OF
THE REORGANIZED TK HOLDINGS TRUST, AND CLAIMANT SGS
NORTH AMERICA INC. F/K/A U.S. TESTING COMPANY, INC.
REGARDING CLAIMANT’S PROOF OF CLAIM**

The undersigned hereby certifies as follows:

1. On June 25, 2017, each of the above-captioned debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. On February 21, 2018, the Court entered an order [Docket No. 2120] confirming the *Fifth Amended Joint Chapter 11 Plan of Reorganization of TK Holdings and its Affiliated Debtors* [Docket No. 2116] (the “Plan”).

3. The Reorganized TK Holdings Trust (the “Trust”) was established pursuant to the Plan, and Joseph J. Farnan, Jr. was appointed Trustee of the Trust.

4. On November 16, 2017, SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. (the “SGS”), filed proof of claim number 2739 (the “SGS Claim”).

5. The Trustee and SGS have agreed to resolve all issues with respect to the Claim pursuant to the terms of the *Stipulation Among Joseph J. Farnan, Jr., as Trustee of the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Takata Americas (9766); TK Finance, LLC (2753); TK China, LLC (1312); TK Holdings Inc. (3416); Takata Protection Systems Inc. (3881); Interiors in Flight Inc. (4046); TK Mexico Inc. (8331); TK Mexico LLC (9029); TK Holdings de Mexico, S. de R.L. de C.V. (N/A); Industrias Irvin de Mexico, S.A. de C.V. (N/A); Takata de Mexico, S.A. de C.V. (N/A); and Strosshe-Mex, S. de R.L. de C.V. (N/A). Except as otherwise set forth herein, the Debtors’ international affiliates and subsidiaries are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is 2500 Takata Drive, Auburn Hills, Michigan 48326.

Reorganized TK Holdings Trust, and Claimant SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. Regarding Claimant's Proof of Claim (the "Stipulation").

6. A proposed form of order (the "Proposed Order") approving the Stipulation is attached hereto. The Stipulation is attached as **Exhibit A** to the Proposed Order.

WHEREFORE, the Trustee respectfully requests that the Court enter the Proposed Order at its earliest convenience.

Dated: October 16, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Peter J. Keane

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Attorneys for the Trustee of the Reorganized TK Holdings Trust

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
TK HOLDINGS INC., et al.,	:	Case No. 17-11375 (BLS)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Re: Docket No. ____
	:	
	X	

**ORDER APPROVING
STIPULATION BETWEEN JOSEPH J. FARNAN, JR., AS TRUSTEE OF
THE REORGANIZED TK HOLDINGS TRUST, AND CLAIMANT SGS
NORTH AMERICA INC. F/K/A U.S. TESTING COMPANY, INC.
REGARDING CLAIMANT'S CLAIM**

Upon consideration of the *Stipulation Between Joseph J. Farnan, Jr., as Trustee of the Reorganized TK Holdings Trust, and Claimant SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. Regarding Claimant's Proof of Claim* (the "Stipulation"),² a copy of which is attached to this Order as **Exhibit A**, as agreed to by and between Joseph J. Farnan, Jr., as Trustee of the Reorganized TK Holdings Trust (the "Trust") and SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. ("SGS" and together with the Trustee, the "Parties"); IT IS HEREBY ORDERED THAT:

1. The Stipulation is approved.
2. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Takata Americas (9766); TK Finance, LLC (2753); TK China, LLC (1312); TK Holdings Inc. (3416); Takata Protection Systems Inc. (3881); Interiors in Flight Inc. (4046); TK Mexico Inc. (8331); TK Mexico LLC (9029); TK Holdings de Mexico, S. de R.L. de C.V. (N/A); Industrias Irvin de Mexico, S.A. de C.V. (N/A); Takata de Mexico, S.A. de C.V. (N/A); and Strosshe-Mex, S. de R.L. de C.V. (N/A). Except as otherwise set forth herein, the Debtors' international affiliates and subsidiaries are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is 2500 Takata Drive, Auburn Hills, Michigan 48326.

² Capitalized terms not otherwise defined herein shall have the meaning given to them in the Stipulation.

3. The Trust and its claims and noticing agent, Prime Clerk LLC, and the Clerk of this Court are authorized to take all steps necessary or appropriate to carry out this Order.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X		
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In re	:		Chapter 11
	:		
TK HOLDINGS INC., et al.,	:		Case No. 17-11375 (BLS)
	:		
Debtors.¹	:		Jointly Administered
	:		
	X		

**STIPULATION BETWEEN JOSEPH J. FARNAN, JR., AS TRUSTEE OF
THE REORGANIZED TK HOLDINGS TRUST, AND SGS NORTH
AMERICA INC. F/K/A SGS U.S. TESTING COMPANY, INC.
REGARDING CLAIMANT’S PROOF OF CLAIM**

Joseph J. Farnan, Jr., as Trustee of the Reorganized TK Holdings Trust (the “Trust”) and SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. (“SGS” and together with the Trustee, the “Parties”) hereby stipulate and agree (the “Stipulation”) as follows in accordance with the following facts and recitals:

RECITALS

A. On November 24, 2009, SGS commenced an action in the United States District Court for the District of New Jersey against TK Holdings, Inc. and others captioned *SGS U.S. Testing Company, Inc. v. Takata Corporation, et. al*, Case No. 2:09-cv-06007 (the “Action”).

B. In the Action, SGS asserted indemnity and related claims pursuant to which SGS sought to recover attorneys’ fees, legal expenses, costs of suit, and all other litigation

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expenses arising from several specified lawsuits where SGS was allegedly entitled to defense and indemnification from the Debtor.

C. On June 25, 2017, each of the above-captioned debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

D. On February 21, 2018, the Court entered an order [Docket No. 2120] confirming the *Fifth Amended Joint Chapter 11 Plan of Reorganization of TK Holdings and its Affiliated Debtors* [Docket No. 2116] (the “Plan”).

E. The Trust was established pursuant to the Plan, and Joseph J. Farnan, Jr. was appointed Trustee of the Trust.

F. On November 16, 2017, SGS filed proof of claim number 2739 (the “SGS Claim”). The SGS Claim was asserted as a general unsecured, non-priority claim in the amount of \$6,429,148 and was based on the allegations and causes of action asserted in the Action.

G. The Trustee and the SGS have agreed to resolve all issues with respect to the SGS Claim pursuant to the terms of this stipulation (the “Stipulation”).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED in consideration of the mutual promises contained in this Stipulation, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and each of the Parties intending to be legally bound by this Stipulation as follows:

1. The Recitals set forth above are hereby incorporated in full and made a part of this Stipulation.

2. The SGS Claim shall be allowed as a general unsecured, non-priority claim in the amount of \$2,000,000.00 (two million dollars and no cents) and SGS shall be

entitled to receive distributions from the Trust on account of such allowed claims at the same time(s) and in the same manner as similarly situated creditors.

3. Unless otherwise provided for herein, the Parties agree that the terms of the Stipulation shall become effective upon occurrence of both the (i) execution of this Stipulation by the Parties and (ii) entry of an order by the Court approving this Stipulation (the “Stipulation Effective Date”).

4. Promptly after execution of this Stipulation by the Parties, the Trustee shall submit it to the Court for approval and this Stipulation shall be included as an exhibit to any order of the Court approving this Stipulation.

5. Within ten (10) days after the Stipulation Effective Date, SGS shall take all steps necessary to dismiss the Action as against TK Holdings, Inc. (and any successor, including the Debtor’s estate and the Trust) with prejudice.

6. Each of the Parties shall be responsible for its respective costs and expenses (including, without limitation, attorneys’ fees) incurred by it in negotiating, drafting, and executing this Stipulation, and shall not be responsible for the payment of any such fees or costs incurred by any other Party hereto.

7. Each of the Parties to this Stipulation warrants and represents that the facts set forth herein are true and correct and that it has the power and authority to execute, deliver, and perform the respective obligations under this Stipulation.

8. This Stipulation contains the entire agreement among the Parties relating to the subject matter hereof and can only be amended or otherwise modified by a signed writing executed by the Parties.

9. If this Stipulation is not approved by the Court, then the Stipulation shall

be null and void and of no force or effect. In such event, each of the Parties shall be returned to the Parties' position *status quo ante*, and the Parties reserve all of their respective rights, claims, and defenses with respect to all of the matters set forth herein.

10. This Stipulation may be executed in multiple counterparts, any of which may be transmitted by facsimile or electronic (e-mail) transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies, or facsimiles signed by the parties hereto to be charged.

[Remainder of page intentionally left blank]

FOR SGS NORTH AMERICA INC.F/K/A
SGS U.S. TESTING COMPANY, INC.:

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/s/ Brian Tipton

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FOR THE TRUSTEE OF THE
REORGANIZED TK HOLDINGS TRUST:

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*Attorneys for the Trustee of the Reorganized TK
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Miscellaneous:[17-11375-BLS TK Holdings Inc.](#)

Type: bk Chapter: 11 v Office: 1 (Delaware)
Assets: y Judge: BLS
Case Flag: SealedDoc(s), MEGA, CLMSAGNT, LEAD, CONFIRMED, STANDOrder

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Peter J Keane entered on 10/16/2020 at 1:30 PM EDT and filed on 10/16/2020

Case Name: TK Holdings Inc.

Case Number: [17-11375-BLS](#)

Document Number: [4230](#)

Docket Text:

Certification of Counsel *Regarding Order Approving Stipulation Between Joseph J. Farnan, Jr., as Trustee of the Reorganized TK Holdings Trust, and Claimant SGS North America Inc. f/k/a SGS U.S. Testing Company, Inc. Regarding Claimants Proof of Claim* Filed by Joseph J. Farnan, Jr., as Trustee of the Reorganized TK Holdings Trust. (Attachments: # (1) Proposed Form of Order) (Keane, Peter)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:COC re Stip.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=10/16/2020] [FileNumber=16680470-0] [379beec6f124ea965bec0d1ac72471a108a9699e982013c8295857cfb9ab7e1fa9b6bfea4b12a2eeb7f1308ccd81b30d86fa65b0fac38781c2147da3b5f4e4d]]

Document description:Proposed Form of Order

Original filename:C:\fakepath\ORDER - SGS_Stipulation_of_Settlement.pdf

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[STAMP bkecfStamp_ID=983460418 [Date=10/16/2020] [FileNumber=16680470-1] [20919dd6b715bcfae880eb698c958f54f50092b1dcdcf4b50f784eb54f17cb2a07fb98a1cc8547fe5ef6082f25629c23595f331dafeb7e75c9818d47320971]]

17-11375-BLS Notice will be electronically mailed to:

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Derek C. Abbott on behalf of Creditor Mack Trucks, Inc.

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